

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : Case No. 08- \_\_\_\_ (\_\_\_\_)  
:   
et al., :   
: Jointly Administered  
Debtors. :   
- - - - - x

**MOTION OF THE DEBTORS, PURSUANT TO 11 U.S.C. §§ 105(a),  
342(a) AND 521, FED. R. BANKR. P. 1007 AND LOCAL  
BANKRUPTCY RULE 1007-1, FOR AUTHORITY TO (A) PREPARE A  
LIST OF CREDITORS IN LIEU OF SUBMITTING A FORMATTED  
MAILING MATRIX AND (B) FILE A CONSOLIDATED LIST OF THE  
DEBTORS' FIFTY (50) LARGEST UNSECURED CREDITORS**

The debtors and debtors in possession in the  
above-captioned cases (collectively, the "Debtors")<sup>1</sup>

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<sup>1</sup> The Debtors are the following entities: The Debtors and the last  
four digits of their respective taxpayer identification numbers  
(cont'd)

hereby move the Court (the "Motion") for the entry of an order, 11 U.S.C. §§ 105(a), 342(a) and 521, Fed. R. Bankr. P. 1007 Rule 1007-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), authorizing the Debtors to (a) prepare a list of creditors in lieu of submitting a formatted mailing matrix and (b) file a consolidated list of the Debtors' fifty (50) largest unsecured creditors. In support of the Motion, the Debtors rely upon and incorporate by reference the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the "Besanko Declaration"),

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*(cont'd from previous page)*

are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

filed with the Court concurrently herewith. In further support of the Motion, the Debtors respectfully represent:

#### **JURISDICTION AND VENUE**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § § 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 342(a) and 521 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 1007(a)(1) and (d) and 2002(a) and (f) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Bankruptcy Rule 1007-1.

#### **BACKGROUND**

3. On the date hereof (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these

bankruptcy cases, is set forth in detail in the Besanko Declaration, filed concurrently herewith and fully incorporated herein by reference.<sup>2</sup>

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. No trustee or examiner has been appointed in these chapter 11 cases, and no committees have yet been appointed or designated.

#### **RELIEF REQUESTED**

6. The Debtors seek entry of an order authorizing the Debtors to (a) prepare a list of creditors in lieu of submitting a formatted mailing matrix and (b) file a consolidated list of the Debtors' fifty (50) largest unsecured creditors.

#### **BASIS FOR RELIEF**

##### **A. List of Creditors in Lieu of Mailing Matrix**

7. Pursuant to Bankruptcy Rule 1007(a)(1), "the debtor shall file with the petition a list containing the name and address of each creditor unless

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Besanko Declaration.

the petition is accompanied by a schedule of liabilities." Local Bankruptcy Rule 1007-1(I) states that this list of creditors must be submitted on a diskette in a computer readable format specified by the Office of the Clerk of the Court. Exhibit 5 to the Local Bankruptcy Rules ("Exhibit 5") specifies the format in which the mailing matrix must be submitted.

8. The Debtors have already prepared a single, consolidated list of all of the Debtors' creditors and are prepared to make such list available in electronic form to any party in interest who so requests and in non-electronic form at such requesting party's sole cost and expense, in lieu of submitting a mailing matrix as specified in Exhibit 5 (collectively, the "Creditor List"). The Creditor List will exclude employee addresses but Kurtzman Carson Consultants LLC will maintain the record and disclose the employee addresses on request from the Court or other party in interest.

9. There are hundreds of thousands of creditors and parties in interest in the Debtors' bankruptcy cases. The Debtors maintain lists of the

names and addresses of all such entities on various computer software programs that permit the Debtors, and/or a third-party service provider on the Debtors' behalf, to print mailing labels for each such entity. As described in greater detail below, contemporaneously herewith, the Debtors' have sought to retain Kurtzman Carson Consultants LLC as the Debtors' notice, claims and balloting agent in these chapter 11 cases.

10. Because the Clerk of this Court will be relieved of the burden of sending notice to the Debtors' numerous creditors and parties in interest, the Clerk should not need the information provided in a mailing matrix formatted in accordance with Local Bankruptcy Rule 1007-1(I).

11. Compiling the information in the format required by Local Bankruptcy Rule 1007-1(I) and Exhibit 5 would create an unnecessary administrative burden for the Debtors' estates. Additionally, the risk of error in transcription would be significant, particularly in light of the large number of creditors and parties in interest.

**B. Consolidated List of the Debtors' Fifty (50)  
Largest Unsecured Creditors**

12. Bankruptcy Rule 1007(d) provides that a debtor shall file "a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders. . . ." Fed. R. Bankr. P. 1007(d). Because many creditors are shared amongst certain of the Debtors and the Debtors operate as a single business enterprise, the Debtors request authority to file a single, consolidated list of their fifty (50) largest general unsecured creditors.

13. In addition, the exercise of compiling separate top 20 creditor lists for each individual Debtor would consume an excessive amount of the Debtors' scarce time and resources. Moreover, as the Debtors will request the Office of the United States Trustee for the Eastern District of Virginia (the "U.S. Trustee") to appoint a single official committee of unsecured creditors, a consolidated list of the largest creditors is a more appropriate list of the Debtors' most significant unsecured creditors. As such, the Debtors believe relief to file a single consolidated list of the

fifty (50) largest unsecured creditors in these chapter 11 cases is appropriate. Similar relief has been granted in comparable chapter 11 cases in this district and other jurisdictions. See, e.g., In re Movie Gallery, Inc., et al., Case No. 07-33849 (SSM)(Bankr. E.D. Va. Oct. 18, 2007); In re US Airways, Inc., Case No. 04-13819 (SSM) (Bankr. E.D. Va. Sept. 13, 2004).

#### **NOTICE**

14. Notice of this Motion will be given to: (i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to the agent for Debtors' postpetition lenders; (iii) counsel to the agent for the Debtors' prepetition lenders; and (iv) the Debtors' top fifty (50) largest unsecured creditors on a consolidated basis. The Debtors submit that, under the circumstances, no other or further notice of the Motion is required.

#### **WAIVER OF MEMORANDUM OF LAW**

15. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the



requirement that all motions be accompanied by a separate memorandum of law be waived.

**NO PRIOR REQUEST**

16. No previous request for the relief sought herein has been made to this Court or any other court.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: November 10, 2008  
Richmond, Virginia

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
P.O. Box 636  
Wilmington, Delaware 19899-0636  
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333 West Wacker Drive  
Chicago, Illinois 60606  
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- and -

MCGUIREWOODS LLP  
/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Proposed Counsel for Debtors and  
Debtors in Possession

Gregg M. Galardi, Esq.  
 Ian S. Fredericks, Esq.  
 SKADDEN, ARPS, SLATE, MEAGHER &  
 FLOM, LLP  
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IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

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In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08- _____ (____)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	- - - - -	x

**ORDER AUTHORIZING THE DEBTORS TO (A) PREPARE A LIST OF  
 CREDITORS IN LIEU OF SUBMITTING A FORMATTED MAILING  
 MATRIX AND (B) FILE A CONSOLIDATED LIST OF THE DEBTORS'  
 FIFTY (50) LARGEST UNSECURED CREDITORS**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
 for an order, pursuant to Bankruptcy Code sections

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

105(a), 342(a) and 521, Fed. R. Bankr. P. 1007 Rule 1007-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), authorizing, but not directing, the Debtors to (a) prepare a list of creditors in lieu of submitting a formatted mailing matrix and (b) file a consolidated list of the Debtors' fifty (50) largest unsecured creditors; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED that:**

1. The Motion is GRANTED.
2. The Debtors are authorized to file a consolidated list of their fifty (50) largest unsecured

creditors in the Debtors' chapter 11 cases in lieu of each Debtor filing a list of its 20 largest unsecured creditors.

3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors' creditors in electronic form to any party who so requests and in non-electronic form at such requesting party's sole cost and expense. The list will exclude employee addresses but on request from the Court or other party in interest the employee addresses will be disclosed.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Richmond, Virginia  
[\_\_\_\_\_] , 2008

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
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- and -

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SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
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Chicago, Illinois 60606  
(312) 407-0700

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-

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
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MCGUIREWOODS LLP  
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901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley